



RECORDATION NO. 29642 FEB

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~~SURFACE TRANSPORTATION BOARD~~

Mitsui Rail Capital, LLC  
71 South Wacker Drive  
Suite 1800  
Chicago, Illinois 60606  
Main (312) 803-8880  
Fax (312) 803-8890

February 9, 2011

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423

Dear Section Chief:

Please find attached one (1) copy of a Memorandum of Lease Agreement dated April 29, 2010 between the following parties:

Lessor: Mitsui Rail Capital, LLC  
71 S. Wacker Drive, Suite 1800  
Chicago, IL 60606

Lessee: Total Petrochemicals USA, Inc.  
1201 Louisiana Street, Suite 1800  
Houston, TX 77002

A description of the railroad equipment covered by the enclosed document is:

185 railcars within the series MBKX 170128 - MBKX 170455 as more specifically set forth in the exhibit attached to the document.

This filing is to appear in the index as follows: Memorandum of Lease Agreement.

Please file this as a primary document as defined in the Board's Rules for the Recordation of Documents. The filing fee in the amount of \$41.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (312) 803-8836.

Sincerely,

*/s/ Christine Peterson*

Christine Peterson  
Contract Administrator/Paralegal

Enclosure

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Submitt TRANSPORTATION BOARD

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**MEMORANDUM OF FULL SERVICE LEASE AGREEMENT  
BETWEEN  
MITSUI RAIL CAPITAL, LLC  
("LESSOR")**

**AND**

**TOTAL PETROCHEMICALS USA, INC.  
("LESSEE")**

**APRIL 29, 2010**

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This Memorandum of Full Service Lease Agreement is made and entered into as of April 29, 2010 by and between Mitsui Rail Capital, LLC, a Delaware limited liability company, ("Lessor") and Total Petrochemicals USA, Inc., a Delaware corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor one hundred eighty-five (185) 1999 Thrall built 110-Ton, 6270 Cubic Foot Covered Hopper Railcars bearing marks and numbers as follows:


See attached Exhibit 1

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

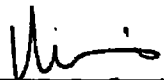
LESSOR:

MITSUI RAIL CAPITAL, LLC

By:   
Print Name: John O'Bryan  
Title: President

LESSEE:

TOTAL PETROCHEMICALS USA, INC.

By:   
Print Name: Michael J. Givens  
Title: GM Supply Chain & Reg Affairs



STATE OF ILLINOIS

COUNTY OF COOK

On this 7<sup>th</sup> day of May, 2010, before me personally appeared John O'Bryan, to me personally known, who being by me duly sworn, says that he is the President of Mitsui Rail Capital, LLC that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Christine C Peterson  
NOTARY PUBLIC

My commission expires: July 7, 2012



STATE OF Texas

COUNTY OF Harris

On this 30<sup>th</sup> day of April, 2010, before me personally appeared Michael J. Goins, to me personally known, who being by me duly sworn, says that he is the General Manager of supply chain of Total Petrochemicals USA, Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed. & Regulatory Affairs

Cynthia H. Davis  
NOTARY PUBLIC

My commission expires



*[Handwritten signature]*

**EXHIBIT 1**  
**CAR MARKS AND NUMBERS**

<u>Count</u>	<u>Mark</u>	<u>Number</u>	<u>Count</u>	<u>Mark</u>	<u>Number</u>	<u>Count</u>	<u>Mark</u>	<u>Number</u>
1	MBKX	170128	41	MBKX	170197	81	MBKX	170269
2	MBKX	170129	42	MBKX	170198	82	MBKX	170274
3	MBKX	170130	43	MBKX	170200	83	MBKX	170275
4	MBKX	170131	44	MBKX	170201	84	MBKX	170276
5	MBKX	170132	45	MBKX	170202	85	MBKX	170278
6	MBKX	170140	46	MBKX	170204	86	MBKX	170279
7	MBKX	170141	47	MBKX	170210	87	MBKX	170280
8	MBKX	170143	48	MBKX	170214	88	MBKX	170281
9	MBKX	170144	49	MBKX	170215	89	MBKX	170283
10	MBKX	170145	50	MBKX	170216	90	MBKX	170284
11	MBKX	170146	51	MBKX	170217	91	MBKX	170285
12	MBKX	170147	52	MBKX	170220	92	MBKX	170287
13	MBKX	170151	53	MBKX	170224	93	MBKX	170288
14	MBKX	170152	54	MBKX	170226	94	MBKX	170289
15	MBKX	170153	55	MBKX	170227	95	MBKX	170290
16	MBKX	170156	56	MBKX	170229	96	MBKX	170291
17	MBKX	170158	57	MBKX	170230	97	MBKX	170292
18	MBKX	170160	58	MBKX	170231	98	MBKX	170293
19	MBKX	170162	59	MBKX	170232	99	MBKX	170297
20	MBKX	170166	60	MBKX	170234	100	MBKX	170302
21	MBKX	170167	61	MBKX	170235	101	MBKX	170303
22	MBKX	170168	62	MBKX	170237	102	MBKX	170304
23	MBKX	170169	63	MBKX	170238	103	MBKX	170305
24	MBKX	170170	64	MBKX	170240	104	MBKX	170308
25	MBKX	170171	65	MBKX	170245	105	MBKX	170309
26	MBKX	170172	66	MBKX	170247	106	MBKX	170310
27	MBKX	170173	67	MBKX	170249	107	MBKX	170313
28	MBKX	170175	68	MBKX	170251	108	MBKX	170315
29	MBKX	170176	69	MBKX	170253	109	MBKX	170317
30	MBKX	170178	70	MBKX	170254	110	MBKX	170318
31	MBKX	170179	71	MBKX	170255	111	MBKX	170319
32	MBKX	170180	72	MBKX	170257	112	MBKX	170320
33	MBKX	170182	73	MBKX	170258	113	MBKX	170323
34	MBKX	170183	74	MBKX	170260	114	MBKX	170324
35	MBKX	170184	75	MBKX	170261	115	MBKX	170326
36	MBKX	170186	76	MBKX	170264	116	MBKX	170327
37	MBKX	170187	77	MBKX	170265	117	MBKX	170329
38	MBKX	170188	78	MBKX	170266	118	MBKX	170331
39	MBKX	170191	79	MBKX	170267	119	MBKX	170334
40	MBKX	170195	80	MBKX	170268	120	MBKX	170335

<u>Count</u>	<u>Mark</u>	<u>Number</u>
121	MBKX	170336
122	MBKX	170337
123	MBKX	170339
124	MBKX	170341
125	MBKX	170345
126	MBKX	170349
127	MBKX	170352
128	MBKX	170354
129	MBKX	170355
130	MBKX	170359
131	MBKX	170364
132	MBKX	170366
133	MBKX	170368
134	MBKX	170370
135	MBKX	170371
136	MBKX	170372
137	MBKX	170375
138	MBKX	170376
139	MBKX	170377
140	MBKX	170378
141	MBKX	170383
142	MBKX	170384

<u>Count</u>	<u>Mark</u>	<u>Number</u>
143	MBKX	170386
144	MBKX	170388
145	MBKX	170389
146	MBKX	170391
147	MBKX	170393
148	MBKX	170395
149	MBKX	170398
150	MBKX	170399
151	MBKX	170401
152	MBKX	170402
153	MBKX	170403
154	MBKX	170404
155	MBKX	170406
156	MBKX	170408
157	MBKX	170409
158	MBKX	170410
159	MBKX	170411
160	MBKX	170413
161	MBKX	170415
162	MBKX	170416
163	MBKX	170418
164	MBKX	170419

<u>Count</u>	<u>Mark</u>	<u>Number</u>
165	MBKX	170420
166	MBKX	170421
167	MBKX	170422
168	MBKX	170426
169	MBKX	170427
170	MBKX	170430
171	MBKX	170432
172	MBKX	170435
173	MBKX	170438
174	MBKX	170439
175	MBKX	170442
176	MBKX	170444
177	MBKX	170445
178	MBKX	170446
179	MBKX	170447
180	MBKX	170449
181	MBKX	170450
182	MBKX	170451
183	MBKX	170453
184	MBKX	170454
185	MBKX	170455

